

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., <i>et al.</i> ,)	Case No. 01-1139 (JKF)
)	Jointly Administered
)	
Debtors.)	
		Re: Docket No. 20204
		1/26/09 Agenda Item No.: 5

**CERTIFICATE OF COUNSEL RE FINAL SECOND
AMENDED CASE MANAGEMENT ORDER RELATED TO
THE FIRST AMENDED JOINT PLAN OF REORGANIZATION**

1. On December 5, 2008, the Court entered the Initial Case Management Order Related to the First Amended Joint Plan of Reorganization (Docket No. 20204) (the “Initial CMO”) which addressed the deadlines and hearings with respect to confirmation of the First Amended Joint Plan of Reorganization, as amended (the “Plan”), jointly submitted by the Debtors together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants’ Representative (collectively the “Plan Proponents”).

2. Certain of the Debtors’ Insurers filed objections to the Initial CMO (Docket No. 20188) and the Court heard arguments of counsel with respect to the Initial CMO at the December 15, 2008 Omnibus Hearing and at a further telephonic hearing on December 17, 2008.

3. As a result of those objections and the arguments of counsel at the hearings, a First Amended CMO was prepared and submitted on a Certificate of Counsel on December 23, 2008 (Docket No. 20339). The Court did not enter the First Amended CMO.

4. On January 13, 2009, the Debtors filed a Certification of Counsel with a draft Second Amended CMO (Docket No. 20513). This Second Amended CMO pushed out the dates on many deadlines set forth in the Original CMO and the First Amended CMO as a result of the Plan Proponents and PD Constituencies' conclusions that the final Disclosure Statement and Plan could not be completed and finalized for solicitation of votes in time to proceed with confirmation starting in April.

5. On January 14, 2009, the Court heard the arguments of various counsel with respect to the proposed Second Amended CMO. At that time, among other things, the Court ordered deadlines for the filing of the final Disclosure Statement, Plan and final objections, set a final Disclosure Statement hearing and set new Confirmation hearing dates for the Plan.

6. On January 21, 2009 a further revised Second Amended CMO that reflected the dates set by the Court on January 14, 2009 and various changes to the CMO requested by various parties at the hearing and thereafter was filed. (Docket No. 20551) . This draft CMO was circulated to all interested parties and no parties had any further objections to the revised Second Amended CMO other than the Libby Claimants. The Libby Claimants objected to two changes in the revised CMO,¹ the changes related to the Phase II Rebuttal Expert Report deadline and the commencement of Phase II Expert Depositions.

7. On Monday, January 26, 2009 at the January Omnibus hearing, the Court heard arguments with respect to the remaining issues on the CMO and made certain rulings on those issues.

¹ The Libby Claimants advised Grace that they reserved their rights concerning their objection to the 1/23/09 deadline for written discovery but, having been overruled by the Court at the 1/14/09 hearing, did not reargue the issue.

8. Attached hereto as Exhibit A is a Final Second Amended Case Management Order that reflects the rulings of the Court on January 26, 2009. This Order was circulated to all interested parties and no objections were received to the revised form of the Order.

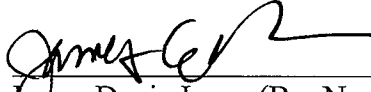
9. As a result, the Debtors request immediate entry of the attached Final Second Amended CMO.

Dated: January 27, 2009

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